

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person LYONS IRVING F III			2. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [PLD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/20/2012			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O PROLOGIS, INC., PIER 1, BAY 1			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) SAN FRANCISCO, CA 94111								
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Dividend Equivalent Units	\$ 0 (1)	12/28/2012	12/28/2012	A		56		(1)	(1)	Common Stock	56	\$ 0 (1)	7,280	D	
Dividend Equivalent Units	\$ 0 (2)	12/28/2012	12/28/2012	A		8		(2)	(2)	Common Stock	8	\$ 0 (2)	1,054	D	
Dividend Equivalent Units	\$ 0 (3)	12/28/2012	12/28/2012	A		28		(3)	(3)	Common Stock	28	\$ 0 (3)	3,600	D	
Prologis Limited Partnership I Units	\$ 0	12/20/2012	12/20/2012	G	V	5,376		(4)	(4)	Common Stock	5,376	\$ 0	27,752	I	The Lyons Family Trust (CP)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYONS IRVING F III C/O PROLOGIS, INC. PIER 1, BAY 1 SAN FRANCISCO, CA 94111	X			

Signatures

/s/ Kristi Oberson attorney in fact for Irving Lyons III		01/02/2013
Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents Dividend Equivalent Units (DEUs) earned on Deferred Share Units (DSUs). DEUs accrue on outstanding DSUs at the Prologis common stock dividend rate at the time dividends are paid on Prologis common stock. DEUs vest upon issuance and the receipt of such DEUs is deferred, as are the underlying DSUs, during the period the reporting person serves as a director. DEUs are paid in the form of Prologis common stock at the rate of one common share per DEU. Balance in column 9 includes DSUs and DEUs.

Represents DEUs earned on phantom shares. DEUs accrue on outstanding phantom shares at the Prologis common stock dividend rate at the time dividends are paid on Prologis common stock. DEUs vest upon issuance and the receipt of such DEUs is deferred in accordance with the deferral election made by the reporting person applicable to the underlying phantom shares. DEUs are paid in the form of Prologis common stock at the rate of one common share per DEU. Balance in column 9 includes phantom shares and DEUs.

Represents DEUs earned on stock units deferred under the Prologis, Inc. Nonqualified Deferred Compensation Plan (NQDC Plan). DEUs accrue on outstanding deferred stock units at the Prologis common stock dividend rate at the time dividends are paid on Prologis common stock. DEUs and the underlying deferred stock units vest 100% on the earlier of the first anniversary of the grant date or the first annual meeting of the stockholders of Prologis (generally in May each year). The receipt of such DEUs is deferred along with the underlying deferred stock units. DEUs are paid in the form of Prologis common stock at the rate of one common share per DEU. Balance in column 9 includes deferred stock units and DEUs.

(4) Gift of limited partnership units. The units have no exercisable date or expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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